

EXHIBIT B

Rule 2016 Statement

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

WINC, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 22-11238 (LSS)

(Jointly Administered)

**STATEMENT OF YOUNG CONAWAY STARGATT & TAYLOR, LLP
UNDER RULE 2016 OF THE FEDERAL RULES OF BANKRUPTCY
PROCEDURE AND SECTION 329 OF THE BANKRUPTCY CODE**

1. Young Conaway Stargatt & Taylor, LLP (“Young Conaway” or the “Firm”),² pursuant to Bankruptcy Rule 2016, Local Rule 2016-1, and section 329 of the Bankruptcy Code, states that the undersigned is proposed counsel to the Debtors in the Chapter 11 Cases.
2. Compensation agreed to be paid by the Debtors to Young Conaway will be for legal services rendered in connection with the Chapter 11 Cases. The Debtors have agreed to pay Young Conaway at the firm’s standard hourly rates for the legal services rendered or to be rendered on the Debtors’ behalf in connection with the Chapter 11 Cases by Young Conaway’s various attorneys and paralegals. The Debtors have also agreed to reimburse Young Conaway for its actual, necessary, and reasonable expenses incurred in connection with the Chapter 11 Cases.
3. Young Conaway was retained by the Debtors pursuant to an engagement agreement dated as of October 31, 2022 (the “Engagement Agreement”) to provide counsel to the Debtors in connection with certain restructuring matters. In accordance with the Engagement Agreement, on

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: Winc, Inc. (8960); BWSC, LLC (0899); and Winc Lost Poet, LLC (N/A). The Debtors’ mailing address for purposes of these chapter 11 cases is 1751 Berkeley Street, Studio 3, Santa Monica, CA 90404.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the *Debtors’ Application for Entry of an Order Authorizing the Retention and Employment of Young Conaway Stargatt & Taylor, LLP as Counsel for the Debtors, Effective as of the Petition Date* (the “Application”).

November 7, 2022, Young Conaway received a retainer in the amount of \$100,000.00 (the “Retainer”) in connection with the planning and preparation of initial documents and its proposed representation of the Debtors. Since Young Conaway was retained by the Debtors, the Debtors have made the following payments:

Payment Date	Amount	Payment Type	Retainer Balance
November 7, 2022	\$100,000.00	Wire	\$100,000.00
November 16, 2022	\$100,000.00	Wire	\$200,000.00
November 22, 2022	\$99,861.70	Applied Retainer to Invoice	\$100,138.30
November 30, 2022	\$150,000.00	Wire	\$250,138.30
December 5, 2022	\$245,258.90	Applied Retainer to Invoice	\$4,879.40

4. On December 5, 2022, Young Conaway applied the Retainer to its outstanding balance as of the Petition Date, including fees and expenses associated with the filing of the Chapter 11 Cases. After doing so, Young Conaway continues to hold a Retainer in the amount of \$4,879.40, which will constitute a general security retainer for postpetition services and expenses. Young Conaway has received no other payments or promises of payment from the Debtors on account of services rendered or to be rendered in contemplation of or in connection with the Chapter 11 Cases. Young Conaway will seek approval of payment of compensation upon its filing of appropriate applications for allowance of interim or final compensation pursuant to sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and any applicable orders of the Court.

5. All filing fees in the Chapter 11 Cases have been paid in full.

6. The services to be rendered include all those services set forth in the Application.

7. Young Conaway further states that it has neither shared nor agreed to share (i) any compensation it has received or may receive with another party or person, other than with the partners, counsel, and associates of Young Conaway; or (ii) any compensation another person or party has received or may receive.

Dated: December 16, 2022
Wilmington, Delaware

YOUNG CONAWAY STARGATT & TAYLOR, LLP

/s/ Matthew B. Lunn

Michael R. Nestor (No. 3526)
Matthew B. Lunn (No. 4119)
Allison S. Mielke (No. 5934)
Joshua B. Brooks (No. 6765)
Shella Borovinskaya (No. 6758)
Rodney Square
1000 North King Street
Wilmington, Delaware 19801
Telephone: (302) 571-6600
Facsimile: (302) 571-1253
Email: mnestor@ycst.com
mlunn@ycst.com
amielke@ycst.com
jbrooks@ycst.com
sborovinskaya@ycst.com

*Proposed Counsel to the Debtors and
Debtors in Possession*